

# ROBINSON & COLE LLP

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*By Facsimile, Certified Mail (Return  
Receipt Requested) & Overnight Courier*

July 20, 2004

John H. Harland Company  
2939 Miller Road  
Decatur, GA 30035  
Attention: Contracts Administration  
Facsimile: (770) 593-5619

Re: Termination of Check Products Purchase Agreement  
between John H. Harland Company and Compass Bank

Dear Sir or Madam:

Compass Bank ("Compass") hereby terminates the Checks Products Purchase Agreement (the "Checks Agreement") made and entered into on October 7, 2002 by and between John H. Harland Company ("Harland") and Compass. The termination of the Checks Agreement is effective as of the close of business on July 22, 2004.

All check product orders Harland receives from Compass customers by mail or facsimile after July 22, 2004, should be directed to Karen Gerard at:

Compass Bank  
One Compass Place  
New Bedford, MA 02740  
(508) 984-6156

**Law Offices**

BOSTON  
HARTFORD  
NEW LONDON  
STAMFORD  
GREENWICH  
NEW YORK  
www.rc.com

All Compass customers that call Harland after July 22, 2004 regarding check products, should be directed to call the Compass Call Center at 1-800-349-7300.

For the reasons set forth in the Complaint in the matter of Sovereign Bancorp. Inc., et al. v. John H. Harland Company, Massachusetts Superior Court (Bristol

BOSTI-832944

EXHIBIT 5

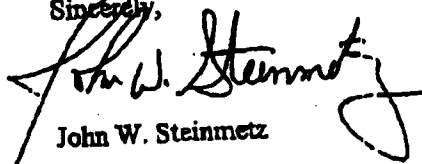
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County), Docket No. 2004-732 (the "Lawsuit"), Compass owes no money to Harland under the Checks Agreement. We understand that Harland may take a different position, and, if so, the Court will need to resolve this dispute if the parties are unable to negotiate a resolution.

Despite the parties' dispute, Compass is hopeful that Harland will cooperate in connection with the termination of the Checks Agreement as requested herein. Any failure by Harland to so cooperate will most certainly result in damages to Compass beyond those already articulated in the Lawsuit. If you have any questions, or would like to discuss this further, please call me directly.

Sincerely,



John W. Steinmetz

cc: Sarah King Bowen  
Vice President and General Counsel  
Printed Products Division  
John H. Harland Company  
(by facsimile, certified mail (return  
receipt requested) & overnight courier)

EXHIBIT 5

JUL-20-2004 TUE 01:54 PM HARLAND LEGAL